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Page 1 of 1

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UNITED STATES DISTRICT COURT SOUTHERN DISTRICT OF NEW YORK

VAROUIN ENTERPRISES INC., a New York corporation,

Plaintiff-counterclaim defendant,

No. 07-cv-3953 (LBS)

STIPULATION OF DISMISSAL WITH PREJUDICE OF ALL

PERRY PUBLICATIONS LIMITED, a United

Kingdom corporation,

CLAIMS AND COUNTERCLAIMS

Defendant-counterclaimant

By their undersigned attorneys, Plaintiff-counterclaim defendant Varquin Enterprises Inc. and Defendant-counterclaimant Perry Publications Limited (the "Parties") hereby stipulate and agree, pursuant to Federal Rule of Civil Procedure 41(a)(1), that all claims and counterclaims herein be, and hereby are, voluntarily dismissed with prejudice. The Court shall retain jurisdiction to enforce the Stipulated Permanent Injunction being entered simultaneously and terms of the Parties' settlement agreement dated as of June 2007. Each party hereto shall bear its own costs and fees.

Dated: June 2007

COWAN, DeBAETS, ABRAHAMS & SHEPPARD LLP

Toby Butterfield, Esq. (TB-8599) Mason A. Weisz, Esq. (MW-5954) 41 Madison Avenue, 34th Fl. New York, New York 10010 (212) 974-7474 Attorneys for Defendantcounterclaimant Perry Publications Limited

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Attorneys for Plaintiff-counterclaim defendant Varquin Enterprises Inc.

SO ORDERED.

UNITED STATES DISTRICT COURT JUDGE

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